

ITEL

October 8, 1987

Itel Rail Corporation

55 Francisco Street
San Francisco, California 94133
(415) 984-4000

Hon. Noretta R. McGee
Secretary
Interstate Commerce Commission
Washington, DC 20423

RECORDATION NO. *9406-8* Filed 1428

OCT 15 1987 -10 42 AM

INTERSTATE COMMERCE COMMISSION

Re: Amendment No. 6 dated September 28, 1987, to the Lease Agreement dated December 23, 1977, as amended, among Itel Corporation, SSI Rail Corp. and Marinette, Tomahawk and Western Railroad Company

Dear Ms. McGee:

On behalf of Itel Rail Corporation, the above instrument, in four (4) counterparts, is hereby submitted for filing and recording pursuant to 49 U.S.C. Section 11303(a), along with the \$20 recordation fee.

Please record this Amendment under the Lease Agreement dated December 23, 1977, as amended, among Itel Corporation, SSI Rail Corp. and Marinette, Tomahawk and Western Railroad Company, which was filed with the ICC on May 26, 1978, under Recordation No. 9406. Please cross-index this Amendment to the Equipment Trust Agreement dated January 1, 1982, between Itel Corporation and First Security Bank of Utah, N.A., which was filed with the ICC on September 23, 1983, under Recordation No. 14165.

The parties to the aforementioned instrument are listed below:

Itel Rail Corporation (Lessor)
55 Francisco Street
San Francisco, California 94133

Marinette, Tomahawk and Western Railroad Company (Lessee)
P.O. Box 310
Tomahawk, Wisconsin 54487

This Amendment extends the term of the Lease Agreement for boxcars bearing reporting marks MTW 1100-1149 and MTW 8000-8050 to December 31, 1987.

Please return to the undersigned the stamped counterparts not required for filing purposes, together with the ICC fee receipt and acknowledgment letter.

Very truly yours,

Patricia Schumacker

Patricia Schumacker
Legal Department

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

10/15/87

Patricia Schumacker
Legal Department
Itel Rail Corp.
55 Francisco St.
San Francisco, Calif. 94133

Dear Ms. Schumacker:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/15/87 at 10:40am, and assigned re-recording number(s) 9406-L & 14548-H

Sincerely yours,

Norita R. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

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INTERSTATE COMMERCE COMMISSION

09/24/87

AMENDMENT NO. 6

AMENDMENT NO. 6 (the "Amendment") to that certain Lease Agreement dated as of December 23, 1977, as amended, (the "Lease Agreement") among Itel Corporation, SSI Rail Corp. and MARINETTE, TOMAHAWK AND WESTERN RAILROAD COMPANY ("Lessee") is made as of this 28th day of September, 1987, by and between ITEL RAIL CORPORATION, as successor in interest to both SSI Rail Corp. and Itel Corporation ("Lessor") and Lessee.

RECITALS:

- A. Lessor and Lessee are parties to the Lease Agreement pursuant to which three hundred ninety-six (396) boxcars bearing reporting marks from within the series MTW 1100-1149, MTW 4300-4599 and MTW 8000-8050 (the "Boxcars") have been leased by Lessor to Lessee.
- B. The term of the Lease Assignment with respect to the Boxcars bearing the reporting marks MTW 1100-1149 and MTW 8000-8050 (the "Cars") was extended through September 30, 1987 pursuant to Amendment No. 5 dated July 1, 1987 to the Lease Agreement ("Amendment No. 5").
- C. The parties desire to further extend the term of the Lease Agreement with respect to the Cars for three (3) months.

NOW, THEREFORE, in consideration of the premises and mutual agreements contained herein, the parties hereto agree to amend the Lease Agreement as follows:

1. All terms defined in the Lease Agreement shall have the meanings defined therein when used in this Amendment.
2. With respect to the Cars only, the words "on September 30, 1987" in Subsection 2.A. of the Lease Agreement (as amended by Amendment No. 5) are replaced by the words "on December 31, 1987".
3. Except as expressly modified by this Amendment, all terms and provisions of the Lease Agreement shall remain in full force and effect.

THIS INSTRUMENT IS SUBJECT TO A SECURITY INTEREST IN FAVOR OF HELLER FINANCIAL, INC. UNDER THE HELLER FINANCIAL, INC. LOAN AND SECURITY AGREEMENT WITH ITEL RAIL CORPORATION DATED AS OF SEPTEMBER 30, 1986. ASSIGNED TO FIRST SECURITY BANK OF UTAH, N.A., TRUSTEE, UNDER A LEASE ASSIGNMENT.

4. This Amendment may be executed by the parties hereto in any number of counterparts and all said counterparts taken together shall be deemed to constitute one and the same instrument.

ITEL RAIL CORPORATION

By: *[Signature]*
Title: President
Date: Oct. 2, 1987

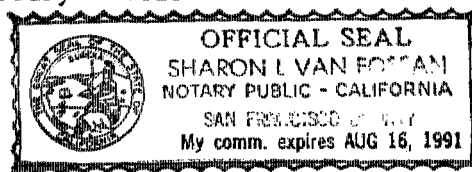
MARINETTE, TOMAHAWK AND WESTERN
RAILROAD COMPANY

By: *[Signature]*
Title: General Manager
Date: 9-28-87

STATE OF CALIFORNIA)
) ss:
COUNTY OF SAN FRANCISCO)

On this 2nd day of October, 1987, before me personally appeared Diamond P. Hayes, to me personally known, who being by me duly sworn says that such person is President of IteL Rail Corporation, that the foregoing Amendment No. 6 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sharon L. Van Tassan
Notary Public



STATE OF Wisconsin)
) ss:
COUNTY OF Lincoln)

On this 28th day of September, 1987, before me personally appeared Elizabeth L. Bierlich, to me personally known, who being by me duly sworn says that such person is Gen Mgr of Marinette, Tomahawk and Western Railroad Company, that the foregoing Amendment No. 6 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

R. L. Bodine
Notary Public